

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee and Transferor hereby give evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice. Transferor waives its right to raise any objection to the transfer of the claim to Transferee, and Transferor waives its right to receive notice pursuant to Rule 3001(e), Fed. R. Bankr. P. of the transfer of the claim. Transferor consents to the substitution of Transferor by Transferee for all purposes in the above referenced bankruptcy cases with respect to the claim, including without limitation, for voting and distribution purposes. Transferor stipulates that an order of the Bankruptcy Court may be entered without further notice to Transferor transferring the claim to Transferee and recognizing Transferee as the sole owner and holder of the claim. Transferor hereby directs that all payments, distributions, notices and communications in respect of or with respect to the claim be made to Transferee.

Goldman Sachs Lending Partners LLC
Name of Transferee

Centerbridge Special Credit Partners II, L.P.
Name of Transferor


Name and Address where notices to transferee
should be sent:

Goldman Sachs Lending Partners LLC
c/o Goldman, Sachs & Co.
30 Hudson Street, 5th Floor
Jersey City, NJ 07302
Attn: Michelle Latzoni
Email: gsd.link@gs.com
Tel: (212)934-3921
Fax: (646) 769-7700

Court Claim # (if known): 32695
Amount of Claim Transferred: \$17,885,000.00
Date Claim Filed: September 22, 2009
Debtor: Lehman Brothers Holdings Inc.

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Transferee/Transferee's Agent

Date: 8/9/13

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

[EXECUTION COPY]

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Centerbridge Special Credit Partners II, L.P.

Centerbridge Special Credit Partners II, L.P., with offices at 375 Park Avenue 13th Floor, New York, NY 10152 ("**Seller**"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **Goldman Sachs Lending Partners LLC**, with offices located at c/o Goldman, Sachs & Co., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 ("**Buyer**"), all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) docketed as Claim No. 32695 to the extent of \$17,885,000.00 (the "**Claim**") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional assignment and sale and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 16 day of August, 2013.

Centerbridge Special Credit Partners II, L.P.

WITNESS:

(Signature)

Name: _____
Title: _____
(Print name and title of witness)

By: 
(Signature of authorized signatory)

Name: _____
Title: _____
Tel.: _____

Goldman Sachs Lending Partners LLC

WITNESS:

(Signature)

Name: _____
Title: _____
(Print name and title of witness)

By: _____
(Signature of authorized signatory)

Name: _____
Title: _____
Tel.: _____

[EXECUTION COPY]

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Centerbridge Special Credit Partners II, L.P.

Centerbridge Special Credit Partners II, L.P., with offices at 375 Park Avenue 13th Floor, New York, NY 10152 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **Goldman Sachs Lending Partners LLC**, with offices located at c/o Goldman, Sachs & Co., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 ("Buyer"), all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) docketed as Claim No. 32695 to the extent of \$17,885,000.00 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional assignment and sale and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 16 day of August, 2013.

Centerbridge Special Credit Partners II, L.P.

WITNESS:

(Signature)

Name:

Title:

(Print name and title of witness)

By:

(Signature of authorized signatory)

Name:

Title:

Tel.:

Goldman Sachs Lending Partners LLC

WITNESS:

(Signature)

Name:

Title:

(Print name and title of witness)

By:

(Signature of authorized signatory)

Name:

Title:

Tel.:

Nancy Y. Kwok
Authorized Signatory